

PETITION FOR AUTHORITY TO
CONTRACT FOR UNION THROUGH MERGER

FIRST CENTRAL BANK
FIRST NH-WHITE MOUNTAIN BANK
THE EXETER BANKING COMPANY
FIRST NH BANKS GRANITE STATE
FIRST NH BANK OF LEBANON

and

FIRST CAPITAL BANK

FILED

DEC 31 1990

**NEW HAMPSHIRE
SECRETARY OF STATE**

ORDER

Pursuant to New Hampshire RSA 388:9, the above-captioned petition was heard on Monday, August 27, 1990 at 10:00 a.m. in the Office of the Bank Commissioner, Concord, New Hampshire. Notice of the petition and hearing had been previously published by and in accordance with the order of the Bank Commissioner in the Union Leader. In the course of the hearing, evidence was received from the Petitioners. A copy of the proposed Contract for Union Through Merger had previously been filed with the Bank Commissioner. The certificates of votes of the stockholders of the six institutions have been filed with the Bank Commissioner.

Based upon the entire record, as outlined above, the Bank Commissioner finds and rules that the public convenience and advantage and the interest of First Central Bank, Laconia, New Hampshire; First NH-White Mountain Bank, North Conway, New Hampshire; The Exeter Banking Company, Exeter, New Hampshire; First NH Banks Granite State, Rochester, New Hampshire; First NH Bank of Lebanon, Lebanon, New Hampshire and First Capital Bank, Concord, New Hampshire and their stockholders and depositors will be promoted, and that the union can be made without reducing the amount standing to the credit of any depositor as of the effective date of the union, and without the necessity of imposing any restriction on the withdrawal of funds by depositors (other than any restriction presently in force) and approves the fairness of the terms and conditions of the proposed securities transactions incident to the merger described herein as to the parties and First NH Banks, Inc.

Accordingly, the proposed Contract for Union Through Merger of First Central Bank, Laconia, New Hampshire; First NH-White Mountain Bank, North Conway, New Hampshire; The Exeter Banking Company, Exeter, New Hampshire; First NH Banks Granite State, Rochester, New Hampshire and First NH Bank of Lebanon, Lebanon, New Hampshire with and into First Capital Bank, Concord, New Hampshire is hereby authorized. Pursuant to RSA 388:14, the adoption of the charter of First Capital Bank by the resulting bank is approved and the resulting bank is authorized to conduct business under the name "First NH Bank." Pursuant to New Hampshire RSA 388:16, authorization is also granted to operate the present branch offices of First Capital Bank and the existing main offices and branches of First Central Bank, First NH-White Mountain Bank, The Exeter Banking Company, First NH Banks Granite State and First NH Bank of Lebanon as

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branch offices of First NH Bank. Notice to the depositors of First Capital Bank, Concord, New Hampshire; First Central Bank, Laconia, New Hampshire; First NH-White Mountain Bank, North Conway, New Hampshire; The Exeter Banking Company, Exeter, New Hampshire; First NH Banks Granite State, Rochester, New Hampshire and First NH Bank of Lebanon, Lebanon, New Hampshire will be given in accordance with New Hampshire RSA 388:11.

Dated

8/29/90
A. Roland Roberge
Bank Commissioner

Pursuant to New Hampshire RSA 388:14, the adoption of charter and change of name is approved by the Attorney General.


Monica A. Ciolfi
Assistant Attorney General

State of New Hampshire
Department of State

Be it known, that whereas the attached contract for union through merger of FIRST CAPITAL BANK, now known as FIRST NH BANK, and merging with FIRST CENTRAL BANK, FIRST NH-WHITE MOUNTAIN BANK, THE EXETER BANKING COMPANY, FIRST NH BANKS GRANITE STATE and FIRST NH BANK OF LEBANON, has complied with the provisions of the statutes of this State in such case made and provided, as appears from the petition duly approved by the Bank Commissioner and recorded in this office:

Now, therefore, I, Robert P. Ambrose, Deputy Secretary of State do hereby certify that said contract for union through merger of FIRST CAPITAL BANK, now known as FIRST NH BANK, and merging with FIRST CENTRAL BANK, FIRST NH-WHITE MOUNTAIN BANK, THE EXETER BANKING COMPANY, FIRST NH BANKS GRANITE STATE and FIRST NH BANK OF LEBANON has been filed with this office.

Witness my official signature hereunto subscribed, and the seal of the State of New Hampshire, affixed, this 31st day of December in the year one thousand nine hundred and ninety.



Robert P. Ambrose
Deputy Secretary of State

